



MAYOR AND COUNCIL AGENDA

NO. 6

DEPT.: Community Planning and Development Services /DATE PREPARED: 5/10/05
STAFF CONTACT: Deane Mellander FOR MEETING OF: 5/23/05

SUBJECT: Resolution of Approval: Preliminary Development Plan application PDP2004-00007: To allow for a mixed-use development of office, residential and retail uses at the corner of Choke Cherry Road and Shady Grove Road (Upper Rock District); The JBG Companies, applicants.

RECOMMENDATION: Adopt resolution

DISCUSSION: The applicant has filed an application for a Preliminary Development Plan for a mixed-use development at the southwest quadrant of Choke Cherry Road and Shady Grove Road. The application calls for the retention of the existing 238,086 square foot office building; the construction of multi-family residential units, including the conversion of the existing office building at 3 Choke Cherry Road to residential units; and the addition of service retail commercial and restaurants. The summary of the development proposal is as follows:

Office:	245,336 square feet
Multi-family residential:	844 units, including 106 senior housing MPDU's
Service retail:	7,250 square feet
Restaurant:	9,000 square feet

The Planning Commission considered this proposal at their meeting on December 1, 2004 and unanimously recommended approval. The project includes several innovative ideas, including "live/work" units, a decorative "landscaped wall" along the I-270 and Shady Grove Road frontages, incubator retail, and "green" building designs. The applicant proposes to reserve the 106 moderate-priced dwellings for senior living units. Off-site traffic mitigation measures are also proposed. There was no testimony in opposition to the proposed application. At the first Discussion and Instruction session on January 10, 2005 the Mayor and Council asked for clarification or further information on a number of issues. These issues, and some additional issues, were reviewed and resolved at the second Discussion and Instruction session on March 7, 2005.

Attachment 1 is the Resolution of Approval for the PDP application. The conditions incorporate the additional changes recommended by the Planning Commission as well as the additional changes accepted by the applicant in response to the issues raised by the Mayor and Council. The issues that have been discussed and addressed include the following: Traffic mitigation; transit use; site configuration; treatment of the landscaped wall; sidewalk widths; green area; retail viability; building facades; roadway sections. The applicant submitted additional information on the operation of the Central Market Place, design guidelines for the project, parking distribution, and revised roadway section design standards. The applicant has committed to dedicating the streets to public use once the development standard issues in the I-3 Optional Method process have been addressed in the

zoning text. These are shown as exhibits attached to the Resolution. The number of MPDU's has increased because of a misunderstanding about how the units are calculated. The applicant had calculated them by adding 12.5% (94) to the proposed 750 market rate units. The Code requires that the 12.5% be calculated on the total number of units proposed in the project. The revision keeps the total number of units at 844. The MPDU requirement is therefore $844 \times 12.5\% = 106$ units.

Boards and Commissions Review: The Planning Commission reviewed this application on December 1, 2004 and recommended approval with conditions.

Next Steps: Adopt resolution.

PREPARED BY:

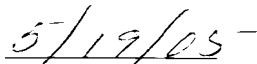


Deane Mellander, Acting Chief of Planning

APPROVED BY:



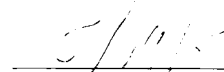
Arthur D. Chambers, AICP, Director, CPDS


Date

APPROVED BY:



Scott Ullery, City Manager


Date

LIST OF ATTACHMENTS:

1. Resolution of approval with attached exhibits.

Resolution No. ____

RESOLUTION: To approve, with conditions, Preliminary Development Plan Application No. PDP2004-00007, The JBG Companies, Applicant

WHEREAS, The JBG Companies, 4445 Willard Avenue, Chevy Chase, Maryland (the "Applicant") an affiliate of the owners of Lot 9, Danac Technological Park Subdivision, filed a Preliminary Development Plan Application PDP2004-00007 ("PDP2004-007" or "Application"), requesting approval of a Preliminary Development Plan for a 19.82 gross acre tract at the intersection of Shady Grove Road and Choke Cherry Road for a mixed use re-development including residential, commercial and live/work components with residential amenity facilities and structured parking to complement existing office uses ("Upper Rock District" or "Upper Rock" or the "Property") in accordance with the I-3 Zone Optional Method of Development set forth in Sections 25-660 et seq. of the Zoning and Planning Ordinance;

WHEREAS, the Application requests approval of 844 dwelling units (a mix of multifamily units and Live/Work units), 23,500 square feet of new retail/commercial/office space, retention of an existing 238,087 square feet office building, conversion of an existing 73,700 square feet office building to residential and commercial, and associated on-street and structured parking; and

WHEREAS, pursuant to Section 25-668 of the Zoning and Planning Ordinance, the Planning Commission and the Mayor and Council held a joint worksession on October 25, 2004, to review the proposed Application; and

WHEREAS, pursuant to Section 25-668 and 25-124 of the Zoning and Planning Ordinance, the Planning Commission, at its meeting of December 1, 2004, reviewed the subject Application and unanimously recommended the Mayor and Council approve the Application subject to certain conditions as set forth in a letter dated December 2, 2004, and

WHEREAS, pursuant to Section 25-668 and 25-121, 122 and 123 of the Zoning and Planning Ordinance, the Mayor and Council gave notice that a public hearing on said Application would be held by the Mayor and Council of Rockville in the Council Chambers at Rockville City Hall on December 6, 2004, at 7:00 p.m. or as soon thereafter as it may be heard, at which parties in interest and citizens would have an opportunity to be heard; and

WHEREAS, on December 6, 2004, the said Application came on for hearing at the time and place indicated in said notice; and

WHEREAS, this matter having been fully considered by the Mayor and Council, the Mayor and Council having found and determined that approval of the Application would promote the health, safety and general welfare of the citizens of Rockville, and the Mayor and Council having made the further findings set forth herein, pursuant to Section 25-670 of the Zoning and Planning Ordinance, based upon the Application for Preliminary Development Plan PDP2004-00007, the Staff Report dated November 23, 2004, the Planning Commission Recommendation dated December 2, 2004, the public hearing of December 6, 2004, the supplemental staff reports dated January 12, 2005, April 26, 2005, and May 3, 2005, as well as the remaining matters contained in the record; and

WHEREAS, the Mayor and Council, find and determine, pursuant to Section 25-670 of the Zoning and Planning Ordinance, in consideration of the proposed development and Application, as amended, subject to the conditions, limitations, additions, and modifications set forth herein, as follows:

1. The Application will not affect adversely the health or safety of persons who will reside or work in the neighborhood of the proposed development. There is no evidence that health or safety will be adversely affected. Proposed uses are permitted by the Zoning and Planning Ordinance, optional method development was recommended for the Property in the 2002 Master Plan, and the proposed uses are compatible with uses existing on the Property and in the neighborhood. The provision of units and on-site retail and restaurant space will promote the reduction of off-site traffic generation.

2. The Application will not be detrimental to the public welfare or injurious to property or improvements located or to be located in or adjacent to the proposed development. Access to the site is consistent with existing points of access. The extension of Choke Cherry Road to Piccard Drive which has been completed as a condition of approval for the use permit for the existing office building on the Property will improve traffic distribution for the project and the neighborhood. Applicant will demonstrate that sufficient public water and sewer service is available via WSSC to serve the site. Stormwater management is being provided according to City requirements. Other sites adjoining the Property are developed or approved for development with commercial uses.

3. The Application is in substantial accordance with the intent and purpose of Article XII (Special Development Procedures), and Division 8 "I-3 Optional Method of

Development” of the Zoning and Planning Ordinance and will promote transit accessibility and pedestrian circulation. The proposed development is consistent with the intent of the I-3 Optional Method of Development as set forth in Section 25-660 of the Zoning and Planning Ordinance. The Property is ideally suited as a transit oriented project within 1.5 miles of the Shady grove WMATA Metro station, within 1500 feet from a future Corridor Cities Transit station, located along the bus routes of Ride-On bus service, and adjacent to a masterplan bikeway. The property is currently served by a shuttle bus between the office buildings and the Shady Grove Metro Station. The Application proposes to expand the shuttle bus service for the residential population. The site orientation and sidewalk system will promote accessibility and pedestrian circulation.

4. The Application will not overburden existing public services, including but not limited to water, sanitary sewer, public roads, storm drainage, and other public improvements.

a) Applicant will demonstrate that sufficient water and sewer service is available to serve the site via WSSC.

b) The Application will comply with the City’s stormwater management, sediment control and forest conservation regulations.

c) The Application satisfied the provisions of the Comprehensive Transportation Review Methodology (“CTR”). Traffic mitigation is fulfilled through a combination of cash contributions for traffic capacity improvements and neighborhood traffic calming programs, contributions to specific off-site traffic, pedestrian and bikeway improvement projects, the payment of the Montgomery County Development Impact Tax, and the Transportation Demand Management annual contribution, all as provided in the

conditions set forth herein. In addition, Applicant has agreed to construct additional capacity and bikeway improvements beyond that which is required by the CTR to mitigate the impact of the proposed development, which will improve the overall transportation network in the region.

d) Based on the Montgomery County AGP School Test for FY 2005 all school clusters have been determined to be adequate and no area is in moratorium for residential development and no area will be subject to the School Facilities Payment, which is triggered when high schools are over 100% capacity. The School Impact Tax will be paid as required by Montgomery County.

5. The Application complies with the development standards and requirements set forth in Article XII, Division 8. The Application meets the height, density, setback, green area and lot size standards of the I-3 Zone development standards.

6. The Application complies with applicable development staging and adequate public facilities requirements. The Application provides that the project will be built in phases in accordance with an approved phasing plan: Phase 1: construct structured parking for existing office uses as surface parking is displaced by construction, Phase 2: construct 5 new residential buildings and the central marketplace for service retail/commercial and office uses (construction of such residential and retail/commercial component may be completed in sub-phases); and Phase 3: convert the existing office building at 5 Choke Cherry Road to residential with an addition for residential and restaurant space. Adequate public facilities to serve the site are met as set forth in paragraph 4 above.

7. The Application promotes the City's environmental objectives as set forth in the Environmental Guidelines. The Application provides for new buildings to meet minimum LEED points per USGBC standards to qualify as "Certified" pursuant to LEED-NC Version 2.1 Rating System. This environmental commitment, combined with the 40% green area, storm water management facilities, and forest conservation, is consistent with the City's Environmental Guidelines.

WHEREAS, the Mayor and Council having found and determined that the proposed development and Application, as amended, subject to the condition, limitations, additions and modifications set forth herein, is consistent with the minimum standards of the I-3 Optional Method of Development set forth in Section 25-661, the intent and purpose of the I-3 Optional Method of Development provisions set forth in Section 25-660, and satisfies the development standards of the I-3 Zone set forth in Section 25-311, as more specifically set forth below:

1. *The site must be a minimum of ten acres, and a portion of the property i) is located immediately adjacent and contiguous to a Comprehensive Planned Development, ii) provides for a future transit right-of-way, iv) is located adjacent to an interstate highway, and iii) is within fifteen hundred feet of a planned or programmed transit station.* The gross tract area is 19.82 acres. The Property is located immediately adjacent and contiguous to the King Farm, a Comprehensive Planned Development, and provides an easement on-site for the right-of-way for the future Corridor Cities Transit Way. The Property is located adjacent to Interstate I-270 and is within 1500 feet of the planned King Farm West Gaither station of the Corridor Cities Transit Way.



2. *Development under the I-3 Optional Method of Development is designed for sites where the surrounding area has experienced a significant amount of development in order to promote comprehensive development more consistent with existing and future development.* The Property is immediately adjacent to King Farm, which has experienced rapid and significant development. Redevelopment of the Property will promote a comprehensive redevelopment consistent with the surrounding area.

3. *The intent of the I-3 Optional Method of Development is to encourage the redevelopment of significantly sized sites for office, retail, restaurant and hotel uses in close proximity to planned or programmed transit stations in a manner which will promote increased use of public transportation.* The Property is a redevelopment of a standard office park, currently developed with a 1970s era low-rise office building and a new 9-story office building surrounded by surface parking lots, into a new urbanist mixed-use development of residential units, Live/Work units, restaurants, a central marketplace with new retail and office uses, and existing office buildings with associated on-street and off-street parking located underground or within structures.

4. *The intent of the I-3 Optional Method of Development is to promote increased use of public transportation through increased densities and improved accessibility.* The Application proposes increased densities by adding residential to an existing office development. The Application addresses improved accessibility to public transit, in the near and future term with shuttle service to the Shady Grove Metro station, and for the future with improved pedestrian access to the planned West Gaither King Farm station of the Corridor Cities Transitway, on King Farm Boulevard within a 5 minute walk from the Property.

5. *The intent of the I-3 Optional Method of Development is to foster development that is more pedestrian friendly in areas where transit is planned.* The Application proposes a pedestrian friendly new-urbanist development with a network of improved sidewalks and bikeways within and abutting the Property and connecting the Property with adjacent neighborhoods.

6. *The intent of the I-3 Optional Method of Development is to expand permitted uses consistent with the City's objective to achieve a mix of uses and to allow a wider array of ancillary uses including hotel, restaurants and retail to support the primary office use.* The Application introduces both multi-family residential units and Live/Work units to an existing office development together with restaurants, retail and commercial uses to serve the residents and tenants of the Upper Rock District.

7. *The intent of the I-3 Optional Method of Development is to promote comprehensive development of multiple sites and buildings under separate ownership where development may be planned over a period of time.* The Property is subject to an ownership plat which will be modified to conform to the blocks of the approved Preliminary Development Plan which will permit continued separate ownership but comprehensive development of the mixed uses.

8. *The intent of the I-3 Optional Method of Development is to encourage development of residential uses by providing bonus density for residential uses.* The Application proposes the addition of 844 dwelling units made up of a mix of multifamily dwelling units, lofts, and Live/Work units. Applicant has agreed that the 12.5% MPDUs shall be designated for priority notification and marketing to seniors aged 55 years and

older, without regard to family or household composition, in accordance with the City's MPDU ordinance.

9. *The intent of the I-3 Optional Method of Development is to provide flexibility in the allocation of density to ensure appropriate development by allowing densities to be shifted among sites subject to a Preliminary Development Plan.* The number of dwelling units and square footage of office and/or other commercial uses on the blocks proposed under the Application provide for varying densities throughout the development. The PDP allows for shifting of residential units between blocks so long as the total number of approved dwelling units is not exceeded.

10. *The intent of the I-3 Optional Method of Development is to encourage excellence in urban design and improvement in the City's overall appearance.* The Application for Upper Rock was developed through an open, inclusive, public design charrette process. The Application will redevelop an aging office park and single use site with acres of surface parking lots into a new urbanism mixed-use neighborhood.

11. *The intent of the I-3 Optional Method of Development is to foster the environmental objectives of the City set forth in the Environmental Guidelines.* The Application meets or exceeds the Environmental Guidelines.

12. *The Application meets the development standards of the I-3 Zone.* The Application meets the development standards for the I-3 zone set forth in Section 25-311 of the Zoning and Planning Ordinance. The building heights do not exceed 125 feet, the setbacks along the Property boundary lines from all existing rights-of way meet the 25-foot setback, the setback adjacent to I-270 meets the 100-foot setback, the green area meets the 40% requirement, and the lot width exceeds the minimum of 100 feet.

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND COUNCIL OF ROCKVILLE, MARYLAND, that Preliminary Development Plan Application PDP2004-00007, as amended, be and the same is hereby approved, in accordance with the terms, conditions and limitations set forth herein.

1. For the purposes of this Resolution, the Approved Preliminary Development Plan (also referred to as the "PDP" or the "Preliminary Development Plan") shall mean this Resolution and all Exhibits to this Resolution listed below and attached hereto, including notations, references, descriptions and writings on the Exhibits.

- Exhibit 1 Preliminary Development Plan Land Use and Massing Plan dated May 2, 2005
- Exhibit 2 Circulation Plan dated May 2, 2004
- Exhibit 3 Green Area Plans dated September 2004
- Exhibit 4 Street and sidewalk cross-sections for Section A, B1, B2, C, D-Shady Grove Road and E-Choke Cherry Road dated May 16, 2005
- Exhibit 5 Design Guidelines dated March 25, 2005
- Exhibit 6 Central Marketplace Design Guidelines dated March 25, 2005

2. DEVELOPMENT DENSITIES AND LAND USE.

A. Land Use Plan. Exhibit 1 is the approved Land Use and Massing Plan for the Upper Rock District PDP.

B. Allowable Land Uses and Densities. The Preliminary Development Plan Allowable Land Uses and Densities approved are:

<u>Use</u>	<u>Allowable Densities</u>
Residential	844 du (total includes market rate units plus 12.5% MPDUs. Total includes the converted dwelling units in 5 Choke Cherry office building in Block B, and the 126 Live/Work units (as defined below) in Blocks B, C and E)
Retail/Commercial	23,500 gsf (exclusive of Live/Work units; total gsf includes up to 7,250 gsf allowable office use in Central Marketplace)
Office	238,087 gsf plus: 73,700 gsf office in existing 5 Choke Cherry building until converted to residential use, and up to 7,250 gsf allowable office in Central Marketplace

C. Land Uses and Densities by Block. The total number of units and commercial and office density is approved and deemed appropriate and compatible. The number of units shown by block on the Land Use and Massing Plan may be shifted among blocks so long as the maximum building height for the block and the total aggregate number of units approved in the area encompassed by the PDP are not exceeded. At use permit stage, the Planning Commission may approve an Applicant proposed deviation from the Preliminary Development Plan to i) re-allocate the number of dwelling units on each block so long as the total number of dwelling units does not exceed the total approved under the PDP and can be built within the approved building height for the block, ii) change the assumed mix of unit types and sizes, and/or ii) recalculate the required parking based on the final units, uses and densities, without further amendment of the Preliminary Development Plan.

3. ADDITIONAL PROVISIONS: LAND USES AND DENSITIES.

A. Moderately Priced Dwelling Units. Applicant shall construct a number of MPDUs equal to twelve and one-half percent (12.5%) of the total residential units. The

number of MPDUs devoted to rental or for-sale units must reflect the same ratio of rental and for-sale units as the market rate units. The MPDUs shall be distributed throughout the proposed development so as to avoid a concentration of MPDUs in any single building. The MPDUs shall reflect the mix of unit types within the development except that the two-story Live/Work units (defined below) shall be included in the number of residential units for the purpose of calculating MPDU requirements, but shall not be included as a MPDU unit type in the mix of MPDU unit types due to the combined commercial/residential nature of the two-story Live/Work unit. In lieu of Live/Work MPDU units, the Application provides conventional multifamily and loft style MPDUs which, on their own or when combined with the availability of lower than market commercial lease rates in the Central Marketplace, provide possibilities and opportunities for affordable “live near work” type live/work options in the Upper Rock District for MPDU eligible persons.

B. MPDU Seniors Priority Marketing. The MPDUs shall be initially marketed to eligible persons over the age of fifty-five (55) years, without regard to household or family composition, during a priority notification and marketing period conforming to the City’s MPDU ordinance requirements.

C. Live/Work. “Live/Work” units are defined as two story “live over work” type dwelling units with street frontage and street level access in Blocks B, C and E where the residential occupant may also conduct and operate a commercial enterprise in the unit with public access to the first floor space. The commercial area of units may be utilized by the occupant for residential or commercial uses. Any commercial use permitted in the Zoning and Planning Ordinance under the I-3 Optional Method is a

permitted use in the first floor area of the Live/Work units. Live/Work units may have appropriate signage at street level as permitted for other commercial uses. Parking shall be provided for the Live/Work units at 2 spaces per dwelling unit. One hundred twenty-six (126) Live/Work units are approved as part of the total number of residential units approved for the area encompassed by the PDP and can be located in Blocks B, C, or E as shown on the Preliminary Development Plan Land Use and Massing Plan attached as **Exhibit 1**.

D. Accessibility. All residential buildings must provide elevator access to units not served by ground level access.

4. BUILDING HEIGHTS AND MASSING.

The building heights shall be as set forth on the Preliminary Development Plan Land Use and Massing Plan attached as **Exhibit 1**. The building heights are deemed appropriate and compatible with the adjacent uses. Customary structures appropriate for residential amenity space (pool, cabanas, restroom facilities, and the like) may be constructed on the roof level above the maximum building height provided such structures are not more than a single story. Parking garages may extend higher than the height of the habitable building on the same block but shall not exceed the maximum building height noted for the block on the PDP Land Use and Massing Plan attached as **Exhibit 1**. Building heights do not include the heights of mechanical equipment and enclosures and roof-top architectural elements permitted by the Zoning and Planning Ordinance.

5. SUSTAINABLE DESIGN. Applicant will commit that new buildings will achieve a minimum of LEED points per USGBC standards to qualify as "Certified"

pursuant to LEED-NC Version 2.1 Rating System. Building certification or commissioning is not required.

6. PARKING. Where residential parking is provided in parking structures, such parking shall be located either i) on the same block as such residential use, or ii) on any adjacent or contiguous block (meaning a block separated from such use by only a driveway or road).

To the extent parking for the office building on Block A is provided in a parking structure, such parking can be provided on any block or in more than one block. To the extent parking for retail is provided within parking structures, such parking shall be located i) on the same block as such use, or ii) on any adjacent or contiguous block, or iii) on the ground level (or nearest level thereto) of any block that provides proper directional signage for public parking. During development, parking may be provided for any use on the existing surface parking lots, on-street, or in structured parking facilities, or a combination thereof. Such temporary surface parking may be located anywhere on the Property. On-street parking spaces on private roads shall be counted towards satisfaction of parking requirements.

All structured parking facilities shall be substantially screened from view when observed from ground level on I-270, Shady Grove Road, Choke Cherry Road, or PDP internal street frontages, except temporarily as provided below. Such screening shall be of an aesthetically-pleasing design, which design may include elements of architectural screening, art, and/or landscaping, at Applicant's option. The design of the exposed facades of structured parking facilities shall be reviewed by the Planning Commission in connection with the respective use permit.

Structured parking facilities may be built and opened for use without construction of the habitable or occupiable space planned for such block in order to provide adequate parking for existing on-site office uses, as surface parking is displaced for re-development. Screening of such structured parking facility may be required if construction of the habitable or occupiable space for the same block is not commenced within three (3) years of issuance of a certificate of occupancy for the structured parking facility.

7. SIDEWALKS/ STREETS

The street and sidewalk cross-sections for the proposed development shall be generally in accord with the street cross-sections and dimensions set forth in the Street Sections attached as **Exhibit 4**, which generally provide for i) along Choke Cherry Road: thirty foot (30') sidewalk section (spanning existing right-of-way and the Property), ii) along streets noted as reserved for future dedication on the PDP Land Use and Massing Plan attached as **Exhibit 1**, eighteen and one-half foot (18.5') sidewalk section which includes an eight foot (8') unobstructed pedestrian path, and iii) along streets noted as private drives on the PDP Land Use and Massing Plan attached as **Exhibit 1**, sixteen and one-half foot (16.5') sidewalk section which includes a six foot (6') unobstructed pedestrian path. Minor deviations proposed by the Applicant from the approved sidewalk cross-sections may be approved by the Planning Commission as part of the use permit process without further amendment of the PDP to accommodate outdoor seating, amenities or other good cause. This approval of the street cross-sections shall constitute a waiver of any inconsistent requirement of Chapter 21 "Streets and Public Improvements" of the Rockville City Code pursuant to section 21-20 of the Code.

Prior to the approval of the first use permit, Applicant shall submit a general construction phasing plan addressing vehicular and pedestrian accessibility and circulation, SWM and forestry supporting the level of development, and a parking plan to support each phase of construction. At each use permit stage, Applicant shall submit any amendments to the general plan together with a detailed construction phasing plan for the area impacted by the use permit application, addressing vehicular and pedestrian accessibility and circulation, SWM and forestry supporting the level of development, sufficient parking capacity to support each phase of construction, and interim site layout. Safe pedestrian and vehicular access and adequate parking must be provided during all phases of construction.

The sidewalks from back of curb shall be privately owned by the owner of the abutting block. No later than the filing of the first use permit to implement the PDP, maintenance responsibility of the tree lawn/amenity zone and sidewalks shall be determined by all owners of area encompassed by the PDP in an amendment to the Declaration of Covenants, Easements and Restrictions dated October 7, 2003 and recorded in Liber 25608 at folio 324 for Ownership Lots 9A, 9B, 9C and 9D, Danac Technological Park ("Declaration") that comports with the approved PDP, such amendment to be recorded prior to issuance of the first occupancy permit under the first use permit.

The owners of land within the area encompassed by the PDP shall work with the City towards a goal of public dedication of those streets identified for future dedication on the PDP Land Use and Massing Plan attached as **Exhibit 1** (from back of curb to back of curb), at the City's election, provided such public dedication can be accomplished

without rendering any land, building, or improvement non-conforming or in violation of the Zoning and Planning Ordinance. At use permit stage, Applicant shall grant easements for such streets identified for future dedication on **Exhibit 1** for the construction and maintenance of public streets, and public access easements on all private sidewalks, each as may be requested by the City, to be recorded for those streets within the area encompassed by the use permit. Such easements shall stipulate that the streets and sidewalks shall be maintained according to DPW standards. Any ownership plat or record plat for the area encompassed by the PDP shall contain a note indicating the conditional reservation of the identified streets for future public dedication as provided above.

In connection with dedication of the streets identified as reserved for future dedication, or Applicant's grant of a public use easement for a public street, an access easement for a sidewalk, or other easements for the benefit of the City or the public, the City will grant Applicant, or permit Applicant to reserve, easement rights on, under and through the dedicated streets or easement area to accommodate the construction, installation, inspection, and maintenance of water, sewer, and storm drain line crossings and to permit construction and maintenance of paving upgrades that exceed City paving standards. Applicant shall not construct SWM facilities, except for the foregoing line crossings, under the roadways.

The streets and sidewalks shall be designed to function like public streets and public sidewalks and shall be designed, constructed, permitted, and maintained to DPW standards.

8. GREEN AREA. The development shall provide Green Area generally as set forth on the Green Area plan attached as Exhibit 3. Improvements to the Green Area for pedestrian circulation, landscaping, hardscaping, and passive and active recreational facilities shall be reviewed by the Planning Commission in connection with the respective use permit incorporating or abutting such green area.

Applicant agrees to grant the City reasonable rights in common with the owner of such land to program and use certain green areas in Block D and Block B for City events from time to time, in coordination with the owner of such block and their assignees or licensees.

9. PUBLIC ART. Site development must comply with Chapter 4 of the City Code (Publicly Accessible Art in Private Development) ordinance requirements, which will be determined by the total number of residential living units (excluding MPDUs but including Live/Work units), retail floor space and/or office space constructed under the proposed site development.

10. DESIGN GUIDELINES. New buildings on the Property shall generally comply with the Design Code Urban and Architectural Standards Upper Rock District (the "Design Guidelines") attached as **Exhibit 5** developed by DPZ Architects and the Applicant.

11. CENTRAL MARKETPLACE. The Central Marketplace on Block D shall generally comply with the Central Marketplace Design Guidelines attached as **Exhibit 6**.

12. THE WALL. Prior to the filing of any use permit which includes implementation of "The Wall" concept along Shady Grove Road and I-270 set forth in

the Application, Applicant shall conduct an open, inclusive process to receive input from interested persons, arts organizations, and the public.

13. MAINTENANCE RESPONSIBILITIES. Sidewalks, green area, stormwater management facilities, and street maintenance responsibilities will be subject to an amendment to the Declaration of Covenants, Easements and Restrictions dated October 7, 2003 and recorded in Liber 25608 at folio 324 for Ownership Lots 9A, 9B, 9C and 9D, Danac Technological Park to be recorded prior to issuance of the first occupancy permit for a new or converted building to implement the PDP, that reflects the revised ownership or subdivision lot boundaries and addresses the lot owners' respective rights and responsibilities consistent with the PDP ("Amended Declaration").

14. TRAFFIC MITIGATION.

A. The Applicant has satisfied the requirements of the Comprehensive Transportation Review based on the CTR report submitted by Applicant which took into account the needs of motorists, pedestrians, bicyclists and transit users and the following traffic mitigation conditions to be incorporated into subsequent use permit approvals:

1. Applicant shall contribute, prior to issuance of the first building permit to implement the PDP, a monetary contribution of \$13,000 for two bus shelters to be located nearby the Property or at locations in the vicinity of the Property. This contribution will be incorporated into the Bus Stop Beautification CIP project.

2. Applicant shall apply for permits from the City and Montgomery County, as applicable, and construct the following off-site road and bikeway improvement projects. In the event Montgomery County refuses or declines to issue permits for any of the following projects for work not under the jurisdiction of the City,

the Chief of Traffic and Transportation shall substitute an equivalent improvement project in the vicinity of the Property in lieu thereof. The timing of these improvements will be determined through the use permit process:

- a. An eight-foot bike path and eight-foot tree buffer on Shady Grove Road along the frontage of the site per DPW and County requirements, as applicable.
- b. A right turn lane from eastbound Shady Grove Road to southbound Choke Cherry Road per DPW and County requirements, as applicable.
- c. A right turn lane from northbound Choke Cherry Road onto Shady Grove Road and associated markings per DPW and County requirements, as applicable (if not completed pursuant to the conditions of USE2003-0655).
- d. Lengthen the left turn bay from westbound Shady Grove Road onto Choke Cherry Road per DPW and County requirements, as applicable.
- e. An additional westbound turn lane from Shady Grove Road onto southbound Gaither Road and additional receiving lane on Gaither Road, within existing right-of-way, all per DPW and County requirements, as applicable.
- f. A right turn lane from Shady Grove Road onto Gaither Road, within existing right-of-way, all per DPW and County requirements, as applicable.
- g. Implement a five-foot bike lane within existing right-of-way on Piccard Drive between Redland and the Millennium Trail connection at Gude to provide a bicycle connection identified in the City Bikeway Master Plan from the Property to the Millennium Trail.

h. Plan and install three traffic-calming devices in the Redland Boulevard corridor between Piccard Drive and Pleasant Road in the adjacent King Farm community, approved by City staff and finalized at use permit stage.

i. Upgrade the pedestrian infrastructure at the intersections of Shady Grove Road/Choke Cherry Road and Shady Grove Road/Gaither Road with a pedestrian refuge in the median to the extent adequate space in the median is available, crosswalk markings, and countdown signals per DPW and County requirements, as applicable.

j. Modify associated markings per DPW and Montgomery County requirements, as applicable, to create a dedicated left turn lane on eastbound Redland onto MD 355.

3. Applicant shall contribute, prior to issuance of the first building permit to implement construction described in the second Use Permit issued under the PDP, a monetary contribution of \$125,000 into the City's Transportation Improvements CIP Fund for a future traffic control signal at the intersection of Choke Cherry Road and Piccard Drive, if the signal meets warrants according to MUCTD and City of Rockville standards. If the signal is not warranted, then the funds shall go towards additional traffic improvements in the immediate vicinity of the Property.

4. A Transportation Demand Management (TDM) Agreement must be executed for each lot with a new building prior to the issuance of building permits. The agreement will require a contribution commencing on occupancy of each respective building of ten (10) cents a square foot of commercial gross floor area of the proposed building and \$60 per market rate dwelling unit per year for a period of ten (10) years. The sum will be incorporated into the TDM capital improvements capital program funds

of the City. No occupancy certificate will be issued until the initial TDM contribution is made.

15. USE PERMIT REQUIREMENTS.

(i) At each use permit stage, the following information shall be provided, action taken, or, as applicable, use permit approval conditioned on:

- a. Use Permits submitted to implement the PDP must be consistent with the approved PDP. Minor deviations proposed by the Applicant (except for additional density or height) may be approved by the Planning Commission without further amendment of the PDP. Use permits for structured parking facilities in advance of habitable or occupiable space approved on the PDP for such block shall be approved in order to provide adequate parking to existing on-site office uses as surface parking is displaced for re-development.
- b. Provide bicycle lockers or bike storage room for residential uses and bike racks for retail uses at locations approved by DPW. The number of bicycle storage facilities will be determined with staff and the Applicant through the use permit process.
- c. Provide final street cross-sections for review and approval.
- d. For each building in the development, provide truck turning template exhibits and demonstrate that loading, dumpster, and truck access can be accommodated.
- e. Coordinate and cooperate with the City, Montgomery County and the State as the Corridor Cities transitway project proceeds to ensure adequate pedestrian and bicycle facilities are provided in conjunction with the CCT project.

f. Payment of the County's Development Impact Tax, as applicable, subject to allowable credits, prior to issuance of building permits.

g. All internal and external traffic control devices shall comply with the latest edition of the Manual on Uniform Traffic Control devices (MUTCD). A signing and pavement-marking plan shall be submitted to DPW and approved by the Chief of Traffic and Transportation before issuance of a Public Works permit.

h. Comply with all conditions detailed in the SWM concept approval dated November 23, 2004. At each use permit stage, Applicant must provide an amended SWM concept plan for such construction phase per submission requirements established by DPW.

i. Project plans to comply with requirements of the City's construction codes, fire code, life safety code, state accessibility code, and federal requirements of the American with Disabilities Act (ADA).

j. All new utilities constructed within the Property are to be underground or within buildings, as directed by DPW, except as provided by existing approvals and waivers.

k. A Forest Conservation Plan (FCP) was previously approved for this site (FTP2000-00008A) and a Forest Conservation Easement (FCE) was established to protect trees on-site. The approved Land Use and Massing Plan will result in removal of protected trees. Prior to approval of a use permit, a revised Forest Conservation Plan must be approved that addresses additional tree loss, replacement tree planting requirements and updated afforestation requirements. The existing FCE will need to be abandoned and a new FCE established.

(ii) Prior to approval of the **FIRST** use permit to implement the Upper Rock PDP:

a. Applicant shall submit a letter from MD SHA to confirm location of future Corridor Cities Transitway right-of-way and must reserve this area for future public use. No permanent improvements may be made in this reserved area for the future Corridor Cities Transitway.

b. Applicant shall submit a general plan for public use easements, public access easements, and public utility easements. Agreements for access easements, public use and utility easements, and maintenance responsibilities shall be established as approved by the City.

Public Utility Easements (PUE) (minimum 10 feet wide) will be required to serve each block and the easement area shall not be within an existing or future dedicated public right-of-way, under a tree lawn, or obstructed by any permanent structure, including surface structures such as stoops.

c. Address the issue of sewage transmission capacity constraints at the time of Use Permit review. No building permits will be issued until WSSC certifies that adequate transmission capacity is available for such building.

d. A revised ownership or subdivision plat, as applicable, consistent with the approved PDP shall be approved no later than the time of approval of the initial use permit to implement the PDP.

e. Prior to issuance of an occupancy permit for the initial new or converted building implementing the PDP, Applicant shall make a monetary contribution of

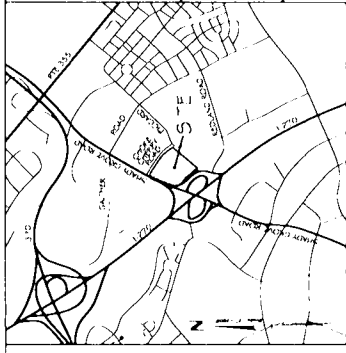
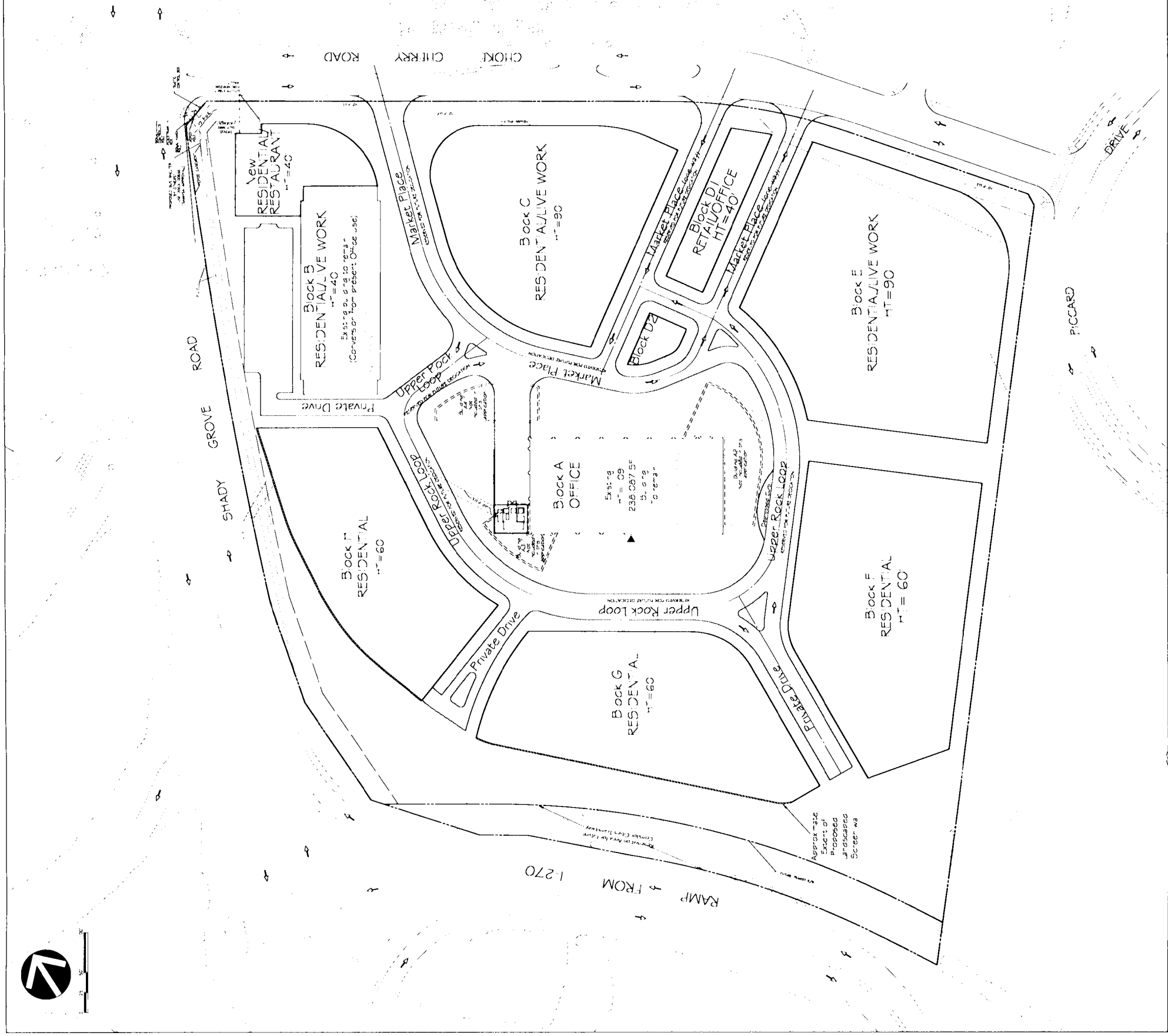
\$75,000 for design and/or construction related to conversion of the drying shed on the 5 acre King Farm Homestead Park to an outdoor dining pavilion.

16. USE PERMIT USE2003-0658. Upon the issuance of the first use permit pursuant to this PDP, without right of further appeal, the Use Permit USE2003-0658 for two new office buildings on the Property totaling 117,008 gsf shall be superseded and of no further force and effect.

* * * * *

I hereby certify that the foregoing is a true and correct copy
of a resolution adopted by the Mayor and Council at its
meeting of _____, 2005.

Claire F. Funkhouser, CMC, City Clerk



UPPER ROCK DISTRICT PRELIMINARY DEVELOPMENT PLAN

General Notes

[illegible]

Legend

[illegible]

Development Program

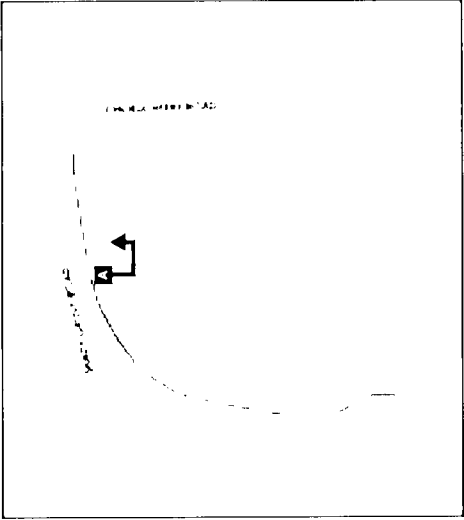
[illegible]

1.5 TO 5.0% OF THE DISCHARGE DURING
OF SURFACE RUNOFF FROM 50000 TO 100000
GAL. OF WATER. THE DISCHARGE OF WATER
FROM THE LAKE IS NOT SUFFICIENT TO
NOT DEVELOPING AND IN A CASE ON EACH 100000 GAL. OF WATER APPROXIMATELY

NAME	OFFICE	DISPATCH ON	SUMMARY	DISPATCH	DATE	MARKING	REMARKS	DATE
RESERVE						754		754
25 JANUARY								
26 JANUARY	ASSISTANT	1000	500	575	157			
27 JANUARY	ASSISTANT	1000	500	575	157			
28 JANUARY	ASSISTANT	1000	500	575	157			
29 JANUARY	ASSISTANT	1000	500	575	157			
30 JANUARY	ASSISTANT	1000	500	575	157			
31 JANUARY	ASSISTANT	1000	500	575	157			
1 FEBRUARY	ASSISTANT	1000	500	575	157			
2 FEBRUARY	ASSISTANT	1000	500	575	157			
3 FEBRUARY	ASSISTANT	1000	500	575	157			
4 FEBRUARY	ASSISTANT	1000	500	575	157			
5 FEBRUARY	ASSISTANT	1000	500	575	157			
6 FEBRUARY	ASSISTANT	1000	500	575	157			
7 FEBRUARY	ASSISTANT	1000	500	575	157			
8 FEBRUARY	ASSISTANT	1000	500	575	157			
9 FEBRUARY	ASSISTANT	1000	500	575	157			
10 FEBRUARY	ASSISTANT	1000	500	575	157			
11 FEBRUARY	ASSISTANT	1000	500	575	157			
12 FEBRUARY	ASSISTANT	1000	500	575	157			
13 FEBRUARY	ASSISTANT	1000	500	575	157			
14 FEBRUARY	ASSISTANT	1000	500	575	157			
15 FEBRUARY	ASSISTANT	1000	500	575	157			
16 FEBRUARY	ASSISTANT	1000	500	575	157			
17 FEBRUARY	ASSISTANT	1000	500	575	157			
18 FEBRUARY	ASSISTANT	1000	500	575	157			
19 FEBRUARY	ASSISTANT	1000	500	575	157			
20 FEBRUARY	ASSISTANT	1000	500	575	157			
21 FEBRUARY	ASSISTANT	1000	500	575	157			
22 FEBRUARY	ASSISTANT	1000	500	575	157			
23 FEBRUARY	ASSISTANT	1000	500	575	157			
24 FEBRUARY	ASSISTANT	1000	500	575	157			
25 FEBRUARY	ASSISTANT	1000	500	575	157			
26 FEBRUARY	ASSISTANT	1000	500	575	157			
27 FEBRUARY	ASSISTANT	1000	500	575	157			
28 FEBRUARY	ASSISTANT	1000	500	575	157			
29 FEBRUARY	ASSISTANT	1000	500	575	157			
30 FEBRUARY	ASSISTANT	1000	500	575	157			
1 MARCH	ASSISTANT	1000	500	575	157			
2 MARCH	ASSISTANT	1000	500	575	157			
3 MARCH	ASSISTANT	1000	500	575	157			
4 MARCH	ASSISTANT	1000	500	575	157			
5 MARCH	ASSISTANT	1000	500	575	157			
6 MARCH	ASSISTANT	1000	500	575	157			
7 MARCH	ASSISTANT	1000	500	575	157			
8 MARCH	ASSISTANT	1000	500	575	157			
9 MARCH	ASSISTANT	1000	500	575	157			
10 MARCH	ASSISTANT	1000	500	575	157			
11 MARCH	ASSISTANT	1000	500	575	157			
12 MARCH	ASSISTANT	1000	500	575	157			
13 MARCH	ASSISTANT	1000	500	575	157			
14 MARCH	ASSISTANT	1000	500	575	157			
15 MARCH	ASSISTANT	1000	500	575	157			
16 MARCH	ASSISTANT	1000	500	575	157			
17 MARCH	ASSISTANT	1000	500	575	157			
18 MARCH	ASSISTANT	1000	500	575	157			
19 MARCH	ASSISTANT	1000	500	575	157			
20 MARCH	ASSISTANT	1000	500	575	157			
21 MARCH	ASSISTANT	1000	500	575	157			
22 MARCH	ASSISTANT	1000	500	575	157			
23 MARCH	ASSISTANT	1000	500	575	157			
24 MARCH	ASSISTANT	1000	500	575	157			
25 MARCH	ASSISTANT	1000	500	575	157			
26 MARCH	ASSISTANT	1000	500	575	157			
27 MARCH	ASSISTANT	1000	500	575	157			
28 MARCH	ASSISTANT	1000	500	575	157			
29 MARCH	ASSISTANT	1000	500	575	157			
30 MARCH	ASSISTANT	1000	500	575	157			
31 MARCH	ASSISTANT	1000	500	575	157			
1 APRIL	ASSISTANT	1000	500	575	157			
2 APRIL	ASSISTANT	1000	500	575	157			
3 APRIL	ASSISTANT	1000	500	575	157			
4 APRIL	ASSISTANT	1000	500	575	157			
5 APRIL	ASSISTANT	1000	500	575	157			
6 APRIL	ASSISTANT	1000	500	575	157			
7 APRIL	ASSISTANT	1000	500	575	157			
8 APRIL	ASSISTANT	1000	500	575	157			
9 APRIL	ASSISTANT	1000	500	575	157			
10 APRIL	ASSISTANT	1000	500	575	157			
11 APRIL	ASSISTANT	1000	500	575	157			
12 APRIL	ASSISTANT	1000	500	575	157			
13 APRIL	ASSISTANT	1000	500	575	157			
14 APRIL	ASSISTANT	1000	500	575	157			
15 APRIL	ASSISTANT	1000	500	575	157			
16 APRIL	ASSISTANT	1000	500	575	157			
17 APRIL	ASSISTANT	1000	500	575	157			
18 APRIL	ASSISTANT	1000	500	575	157			
19 APRIL	ASSISTANT	1000	500	575	157			
20 APRIL	ASSISTANT	1000	500	575	157			
21 APRIL	ASSISTANT	1000	500	575	157			
22 APRIL	ASSISTANT	1000	500	575	157			
23 APRIL	ASSISTANT	1000	500	575	157			
24 APRIL	ASSISTANT	1000	500	575	157			
25 APRIL	ASSISTANT	1000	500	575	157			
26 APRIL	ASSISTANT	1000	500	575	157			
27 APRIL	ASSISTANT	1000	500	575	157			
28 APRIL	ASSISTANT	1000	500	575	157			
29 APRIL	ASSISTANT	1000	500	575	157			
30 APRIL	ASSISTANT	1000	500	575	157			
1 MAY	ASSISTANT	1000	500	575	157			
2 MAY	ASSISTANT	1000	500	575	157			
3 MAY	ASSISTANT	1000	500	575	157			
4 MAY	ASSISTANT	1000	500	575	157			
5 MAY	ASSISTANT	1000	500	575	157			
6 MAY	ASSISTANT	1000	500	575	157			
7 MAY	ASSISTANT	1000	500	575	157			
8 MAY	ASSISTANT	1000	500	575	157			
9 MAY	ASSISTANT	1000	500	575	157			
10 MAY	ASSISTANT	1000	500	575	157			
11 MAY	ASSISTANT	1000	500	575	157			
12 MAY	ASSISTANT	1000	500	575	157			
13 MAY	ASSISTANT	1000	500	575	157			
14 MAY	ASSISTANT	1000	500	575	157			
15 MAY	ASSISTANT	1000	500	575	157			
16 MAY	ASSISTANT	1000	500	575	157			
17 MAY	ASSISTANT	1000	500	575	157			
18 MAY	ASSISTANT	1000	500	575	157			
19 MAY	ASSISTANT	1000	500	575	157			
20 MAY	ASSISTANT	1000	500	575	157			
21 MAY	ASSISTANT	1000	500	575	157			
22 MAY	ASSISTANT	1000	500	575	157			
23 MAY	ASSISTANT	1000	500	575	157			
24 MAY	ASSISTANT	1000	500	575	157			
25 MAY	ASSISTANT	1000	500	575	157			
26 MAY	ASSISTANT	1000	500	575	157			
27 MAY	ASSISTANT	1000	500	575	157			
28 MAY	ASSISTANT	1000	500	575	157			
29 MAY	ASSISTANT	1000	500	575	157			
30 MAY	ASSISTANT	1000	500	575	157			
31 MAY	ASSISTANT	1000	500	575	157			
1 JUNE	ASSISTANT	1000	500	575	157			
2 JUNE	ASSISTANT	1000	500	575	157			
3 JUNE	ASSISTANT	1000	500	575	157			
4 JUNE	ASSISTANT	1000	500	575	157			
5 JUNE	ASSISTANT	1000	500	575	157			
6 JUNE	ASSISTANT	1000	500	575	157			
7 JUNE	ASSISTANT	1000	500	575	157			
8 JUNE	ASSISTANT	1000	500	575	157			
9 JUNE	ASSISTANT	1000	500	575	157			
10 JUNE	ASSISTANT	1000	500	575	157			
11 JUNE	ASSISTANT	1000	500	575	157			
12 JUNE	ASSISTANT	1000	500	575	157			
13 JUNE	ASSISTANT	1000	500	575	157			
14 JUNE	ASSISTANT	1000	500	575	157			
15 JUNE	ASSISTANT	1000	500	575	157			
16 JUNE	ASSISTANT	1000	500	575	157			
17 JUNE	ASSISTANT	1000	500	575	157			
18 JUNE	ASSISTANT	1000	500	575	157			
19 JUNE	ASSISTANT	1000	500	575	157			
20 JUNE	ASSISTANT	1000	500	575	157			
21 JUNE	ASSISTANT	1000	500	575	157			
22 JUNE	ASSISTANT	1000	500	575	157			
23 JUNE	ASSISTANT	1000	500	575	157			
24 JUNE	ASSISTANT	1000	500	575	157			
25 JUNE	ASSISTANT	1000	500	575	157			
26 JUNE	ASSISTANT	1000	500	575	157			
27 JUNE	ASSISTANT	1000	500	575	157			
28 JUNE	ASSISTANT	1000	500	575	157			
29 JUNE	ASSISTANT	1000	500	575	157			
30 JUNE	ASSISTANT	1000	500	575	157			
1 JULY	ASSISTANT	1000	500	575	157			
2 JULY	ASSISTANT	1000	500	575	157			
3 JULY	ASSISTANT	1000	500	575	157			
4 JULY	ASSISTANT	1000	500	575	157			
5 JULY	ASSISTANT	1000	500	575	157			
6 JULY	ASSISTANT	1000	500	575	157			
7 JULY	ASSISTANT	1000	500	575	157			
8 JULY	ASSISTANT	1000	500	575	157			
9 JULY	ASSISTANT	1000	500	575	157			
10 JULY	ASSISTANT	1000	500	575	157			
11 JULY	ASSISTANT	1000	500	575	157			
12 JULY	ASSISTANT	1000	500	575	157			
13 JULY	ASSISTANT	1000	500	575	157			
14 JULY	ASSISTANT	1000	500	575	157			
15 JULY	ASSISTANT	1000	500	575	157			
16 JULY	ASSISTANT	1000	500	575	157			
17 JULY	ASSISTANT	1000	500	575	157			
18 JULY	ASSISTANT	1000	500	575	157			
19 JULY	ASSISTANT	1000	500	575	157			
20 JULY	ASSISTANT	1000	500	575	157			
21 JULY	ASSISTANT	1000	500	575	157			
22 JULY	ASSISTANT	1000	500	575	157			
23 JULY	ASSISTANT	1000	500	575	157			
24 JULY	ASSISTANT	1000	500	575	157			
25 JULY	ASSISTANT	1000	500	575	157			
26 JULY	ASSISTANT	1000	500	575	157			
27 JULY	ASSISTANT	1000	500	575	157			
28 JULY	ASSISTANT	1000	500	575	157		</	

[illegible]

Section A

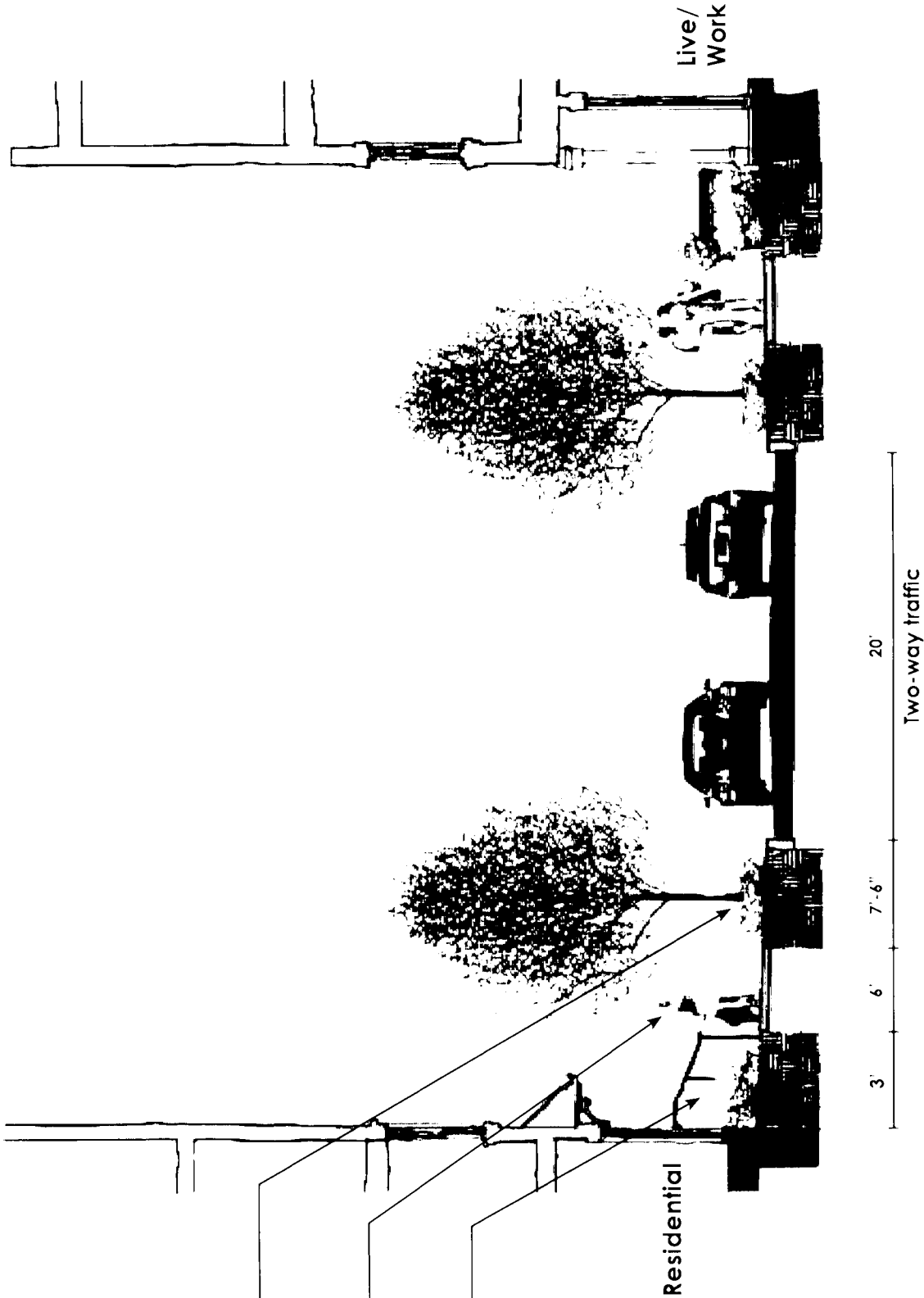


Key Plan

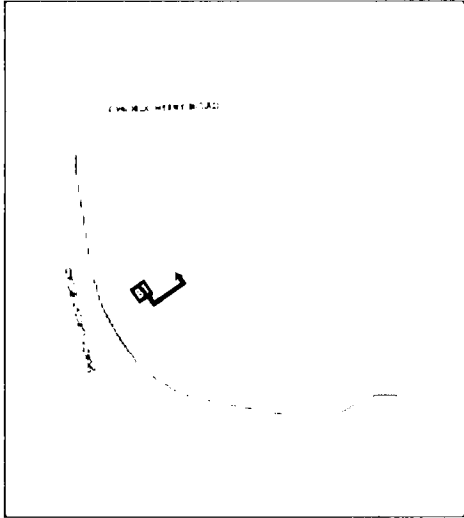
Tree/amenity zone includes
1'6" hardscape for door swing

Pedestrian zone

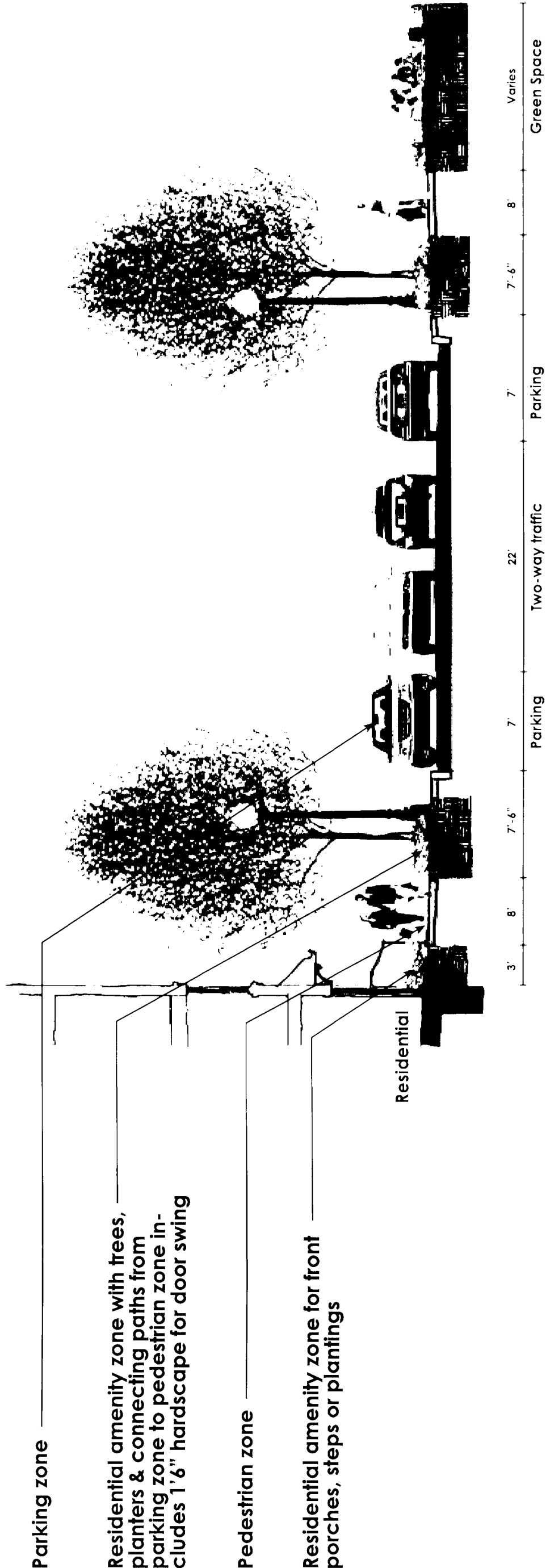
Residential amenity zone for
front porches, steps or plantings



Section B1

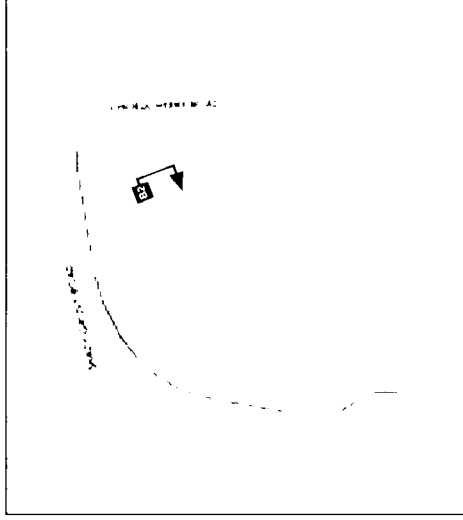
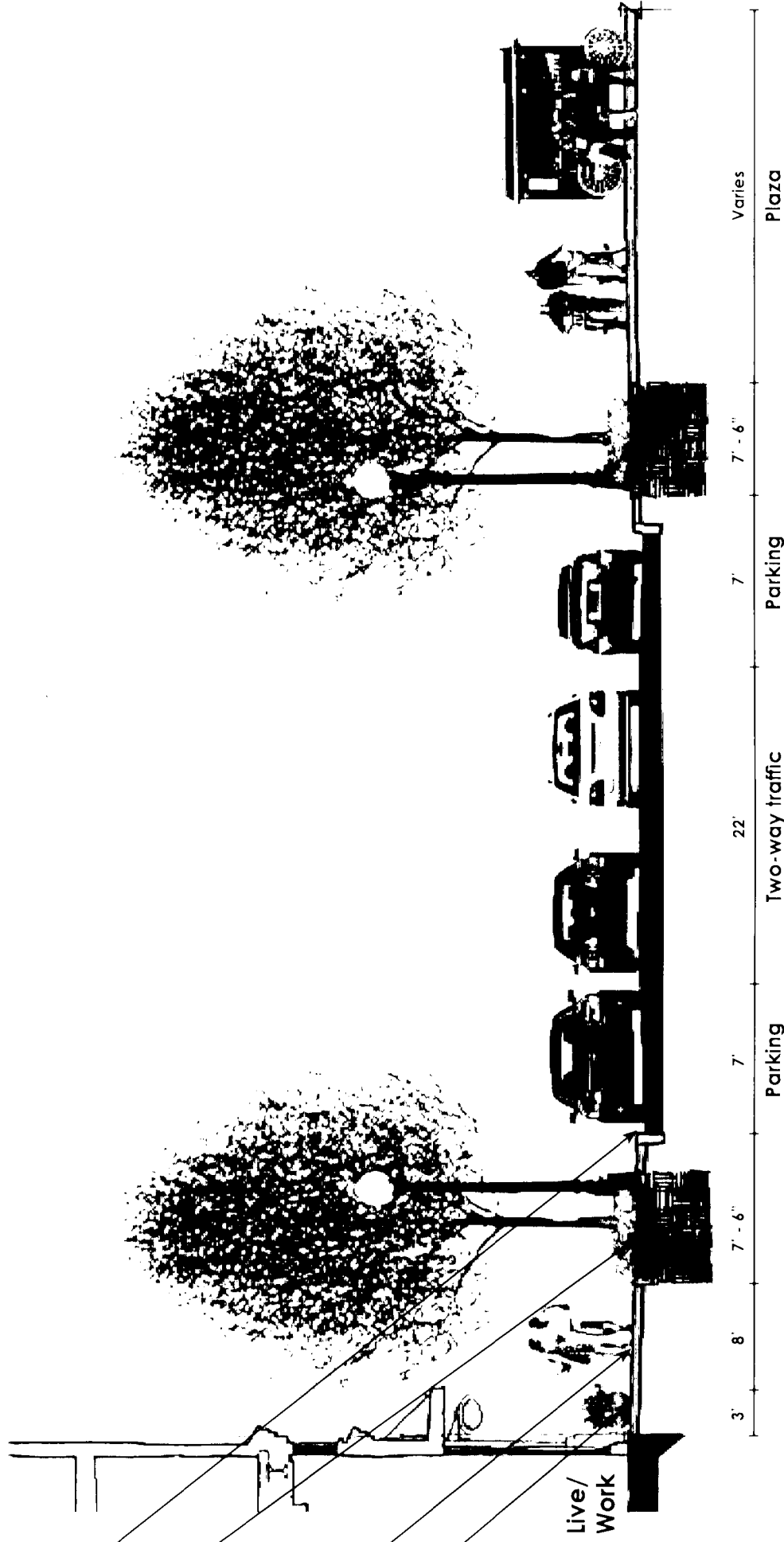


Key Plan



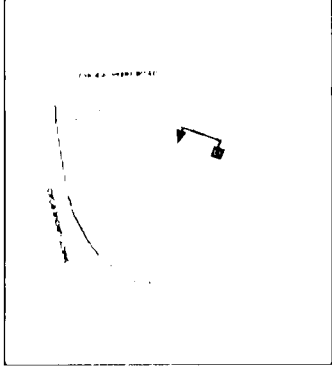
Section B2

- Parking zone
- Pedestrian amenity zone with trees, planters, benches, and pedestrian lighting includes 1'6" hardscape for door swing
- Pedestrian walking zone
- Storefront zone for exterior merchandizing, and store I.D.

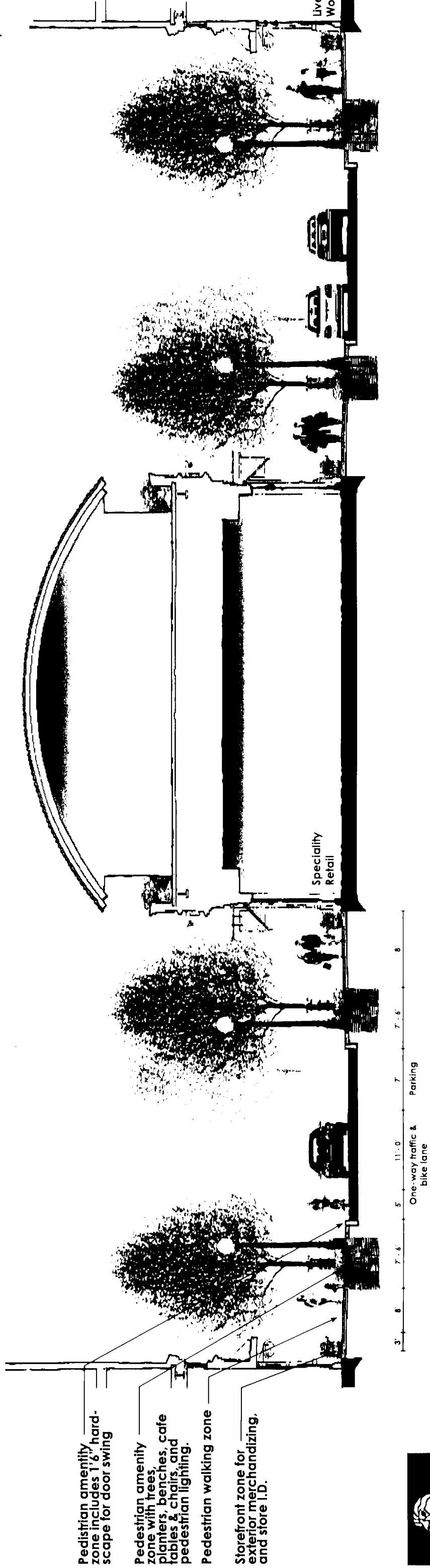


Key Plan

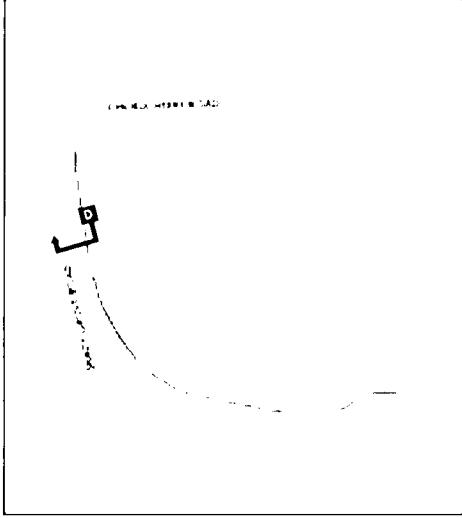
Section C



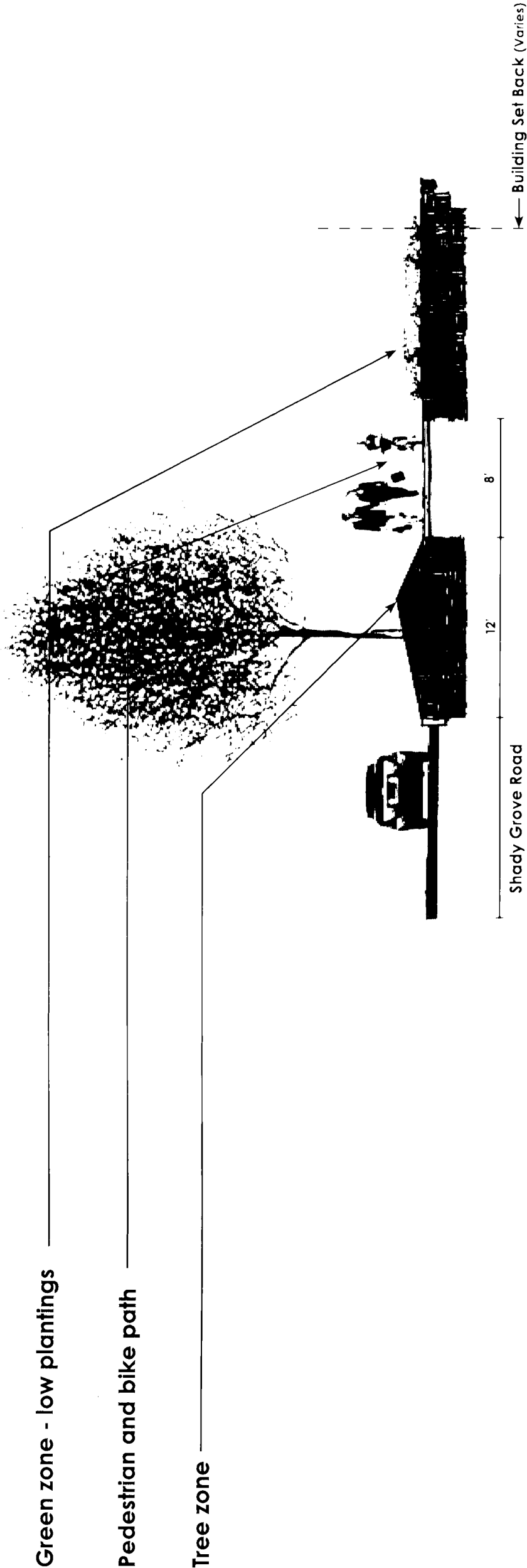
Key Plan



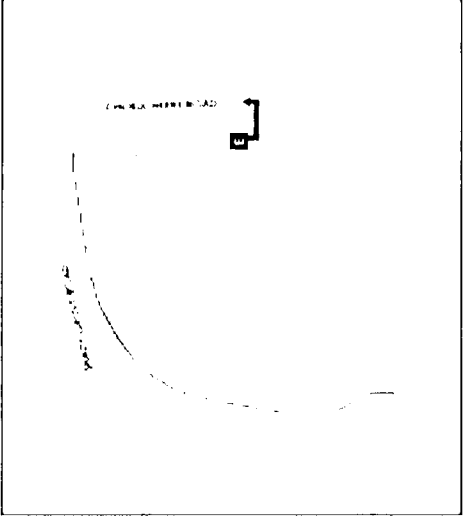
Section D



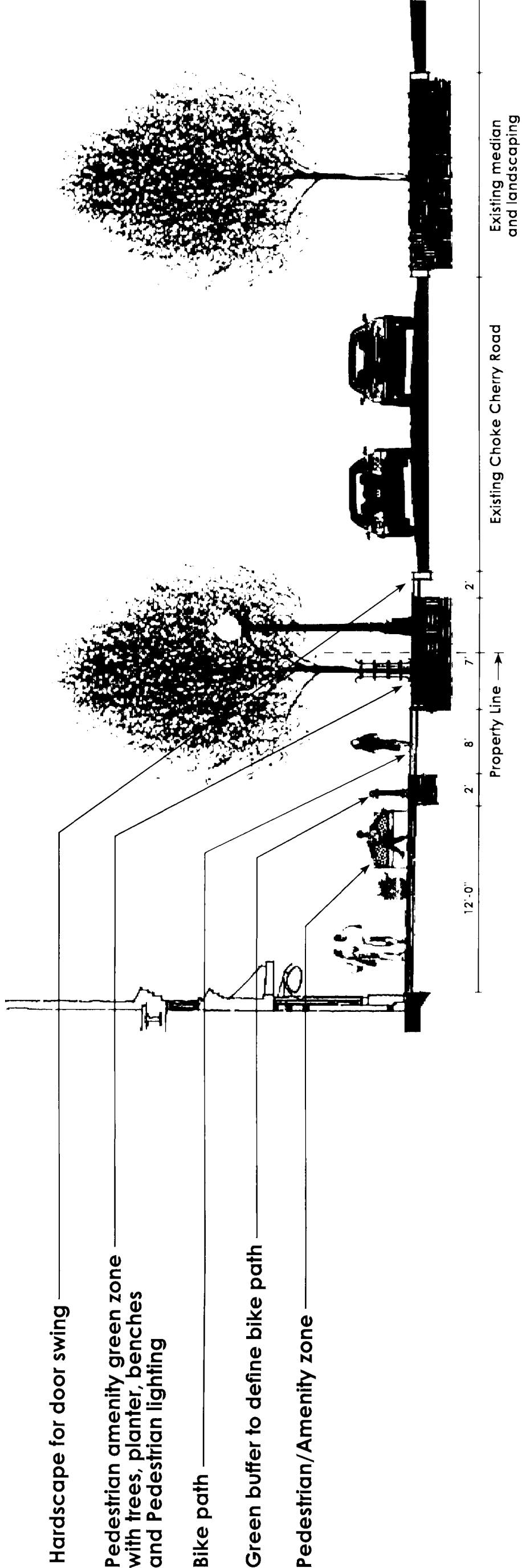
Key Plan



Section E



Key Plan



THE DESIGN CODE URBAN & ARCHITECTURAL STANDARDS UPPER ROCK DISTRICT

The **Urban and Architectural Standards** regulate those aspects of private buildings such as building use, height, and frontage elements which affect the public realm; and specify the materials and configurations permitted for walls, roofs, openings and facades intended to produce visual compatibility among disparate building types. The standards relate to the vernacular building traditions of the region thus inheriting a suitable response to climate. Because urban quality is enhanced by architectural harmony but is not dependent on it. **Materials, designs, and techniques** other than those specified may be used subject to the approval of the Architect.

ARTICULATION The size of a building is independent of its scale. The scale can be modified by articulating the massing. One can articulate massing in plan (in & out) or in elevation (up & down) or both. Overly long buildings should be broken down to a scale comparable to that of the buildings on the rest of block face. This can be accomplished by articulating the building in plan or elevation - inches may be enough. Scale is most selectively modified when the various integral elements of the facade (windows, balconies, loggias and parapets) support the articulation. It is not necessary that articulation be catalyzed exclusively by the necessity to manipulate scale. Articulation is a compositional technique justified by its meaningful relationship to an urban condition. One such articulation may acknowledge the corner of a block; another may emphasize an entrance; yet another may receive the visual axis of an adjacent street. The maximum building height shall be measured in number of stories, each story not to exceed 12 ft. clear, except retail stories which shall be between 12 ft. and 18 ft. clear to allow the insertion of a partial mezzanine level. Non-retail spaces shall have a minimum ceiling height of 9'. A building's first-floor ceiling height should be a minimum of 1' taller than that of its upper floors. Height for the purposes of these Design Guidelines shall be measured from sidewalk grade anywhere along the principal frontage line.

FRONTAGES

Frontage is the privately held layer between the facade of a building and the lot line. The combination of the private frontage, the public streetscape and the types of thoroughfare defines the character of the majority of the public realm. The frontage of a building is a primary contribution to pedestrian activity. Frontages are sometimes called facades. Elevations to interior side and rear property lines (including those facing alleys) are not frontages. Greater care shall be lavished on frontages by the architect's design and the allocation of expense and workmanship by the developer.

Buildings shall place a minimum of 80% of their frontage facades directly along the Frontage Lines.

For the purposes of this code, commercial includes retail, office, and restaurant uses. Commercial amenity space on a frontage shall be paved to match the sidewalk.

The frontages of new buildings shall be harmonious with the block face on both sides of its street. Applicants are expected to provide drawn and/or photo documentation of the block faces with the frontage proposed building drawn within its urban context. Buildings located on Vista Terminations shall respond with a building element of appropriate size and impact to terminate the vista meaningfully. These shall be aligned properly to be framed symmetrically in the vista. When a vista approaches a property at an angle, it must be noted that a vista termination's proper location will vary depending on its depth within the lot. Proper Vista Terminations include multi-

story balconies and bay windows, prominent gables, grouped window compositions, towers, cupolas, and widow's walks.

Permitted base frontage types are, in descending order of their positive pedestrian contribution; (a) a shopfront with awning; (b) a live/work unit front, or, (c) a residential stoop. The base is comprised of the first to second stories of the frontage of a building. It is this portion that has the greatest effect on pedestrian activity. The design of the base, as well as the quality and durability of its materials, should be emphasized. The building's base should be presented for review at a larger scale of drawing and greater detail than the remainder of the facade. In addition to a base, an urban building includes a middle section and a cap. The middle of the building shall be differentiated from the base by a transition line at the top of the first or second floor. The transition line's specific location is determined primarily by the overall height of the building and that of the adjacent buildings. If adjacent buildings are lower than the proposed building, and judged likely to be permanent, then an effort should be made to have the transition line relate to them. Base transition line locations depends on the overall height of the building. Usually this transition line occurs above the first floor on shorter buildings and either the first or second floor for taller buildings. This line should be between one third and one fifth of the building. The cornice of the building should be between one fifteenth and one eighteenth of the building height. The upper transition line usually occurs below the top floor windows. Typically this row of windows is square or shorter than the floors below.

Expression lines may consist of a continuous, shallow balcony; a short setback; or a slightly articulated trim course. The transition should be supported by a change of window rhythm or size and a change in material or color.

The roof of a building may be flat, pitched, or both. The rooftop shall be designed thoughtfully as it will be seen from taller buildings, existing or future. If the roof is pitched, it shall be clad with one of the high-grade materials.

Transformers, lift stations, dumpsters, condensers, junction boxes, meters, signal boxes, dumpsters, condensers and other utilities shall be located away from frontages and masked as necessary to not be visible from streets, squares, and pedestrian paths.

The location and masking of rooftop machinery shall be as consciously designed as any other aspect of the building. The architectural design of parapets shall be consistent to the rest of the building to minimize the negative aesthetic impact upon the view from adjacent buildings and from street level.

Parking decks shall not be considered exempt from the provisions of these guidelines. Particular attention shall be placed in the design and programming of the base of parking decks. On streets that require pedestrian continuity, the building shall be masked by a habitable liner building, and the decks above shall be screened from view by a designed facade.

FRONTAGE TYPES

Gallery & Arcade: a facade of a building overlaps the sidewalk above while the ground story remains set back at the lot line. This type is indicated for retail use, but only when the sidewalk is fully absorbed within the arcade so that a pedestrian cannot bypass it. An easement for private use of the right-of-way is usually required. To be useful, the arcade should be no less than 12 ft. wide.

Shopfront & Awning: a facade is aligned close to the frontage line with the entrance at sidewalk grade. This type is conventional for retail frontage. It is commonly equipped with cantilevered

shed roof or an awning. The absence of a raised ground story precludes residential use on the ground floor, although this use is appropriate above.

Stoop: a facade is aligned close to the frontage line with the ground story elevated from the sidewalk, securing privacy for the windows. This type is suitable for ground-floor residential uses at short setbacks like rowhouses and apartment buildings. An easement may be necessary to accommodate the encroaching stoop. This type may be interspersed with the shopfront.

Forecourt: a facade is aligned close to the frontage line with a portion of it set back. The forecourt created is suitable for gardens, vehicular drop offs, and utility off loading. This type should be used sparingly and in conjunction with the two frontage types above, as a continuous excessive setback is boring and unsafe for pedestrians. Trees within the forecourts should be placed to have their canopies overhanging the sidewalks.

Dooryard & Light Court: a facade is set back from the frontage line with an elevated garden or terrace, or a sunken light court. This type can effectively buffer residential quarters from the sidewalk, while removing the private yard from public encroachment. The terrace is suitable for restaurants and cafes as the eye of the sitter is level with that of the standing passerby. The light court can give light and access to a basement.

INTEGRAL ELEMENTS

Certain trim elements (especially at the eaves or associated with balconies and trellises) may be made of metal, synthetic material or heavy, finished timber. Wood may be used for the fabrication of small architectural elements such as posts, brackets and railings. The design of the wood components shall be drawn in detail.

The openings on a frontage must remain within a void to- solid ratio of no more than 45 percent with each facade measured independently. The void-to-solid calculations shall not include the shopfront. Disharmony arises when the range of void-to-solid variation is extreme, approaching that of the all-glass office building, or the multi-balconied condominium.

The solid-to-void ratio of the frontage includes fenestration (windows), porches, arcades, loggias and balconies. The minimum requirement for fenestration on facades shall be 20 percent

Commercial fenestration at the base – as in shopfronts — has the opposite constraint. It should be not less than 70 percent void.

Porches, arcades and loggias may have high localized void-to-solid ratios. However, a continuous series of these elements can undermine the solidity of a façade and should be avoided.

Balconies are elements of the vernacular. This pertains to indented balconies (loggias) or to cantilevered ones. The effect of a facade saturated with balconies is no less disruptive than the all-glass building. Balconies are best used as a single, continuous element at the location of the upper or lower expression lines. They may also be used singly as a periodic element of the facade composition. Multiple balconies, if required, shall face frontages.

Balconies can be as simple as railings in windows flush in the opening or projecting 3" to 4". These balconies add variety to a facade without overpowering it with too many in's and out's.

Cantilevered balconies shall be no deeper than 3 feet and shall be visibly supported by brackets. In the case of balconies that are nearly flush with the facade and associated with inwardly

swinging doors (French balconies), there may be as many balconies as there are doors. Being co-planar with the façade, such balconies do not de-materialize the facade.

Balconies may have masonry or metal parapets. They shall be detailed so that the 42-inch required railing height is re-proportioned by a separation of the grille and the handrail, or by some such method. The balconies' detail shall be provided in a larger scale.

Windows shall be subdivided into square or vertically proportioned lights by muntins. The lights throughout the building shall be uniform in proportion. Installation should be flush with the interior wall, as this increases the depth of the shadow cast. It is possible to turn the masonry unit inward at each opening to visually create a thick wall. This shall be the practice in the case of French balconies, loggias and larger openings.

Loggias and arcades shall have columns and piers of a width and depth proportional to the height of the element. A rule of thumb is a width-to-height ratio between 1:6 and 1:8, but in no case less than 16 inches wide.

The proportion and detail of columns or piers in the classical language shall be exactly as described in The American Vignola (Dover Press). It requires the correct use of the classical syntax, including capital, base, entasis and moldings, corresponding with the selected order.

Chimneys shall be substantial, no less than 32 x 32 inches in plan, and they shall be finished with a design at their top.

STREETSCAPES

Streetscape: Vehicular carpaths shall be constructed of asphalt. Curbs shall be vertical without horizontal lips (no gutter pans). The main portion of sidewalks shall be constructed in concrete with mica added in retail areas to sparkle at night.

Building entrances and the columns of arcades and galleries shall, when possible, be coordinated with street trees and on-street parking spaces.

Construction over streets and alleys, if at all, shall be in the form of narrow bridges.

PARKING

Any parking structures along Frontages shall be masked by a habitable liner building at ground level and perhaps higher. Upper-story decks, if not masked by habitable liner, shall be screened from view by a designed facade that resembles habitable construction.

WALLS

Building Walls shall be a maximum of 8 inches to the weather or board-and-batten. Building Walls shall show no more than two materials in addition to the basement or undercroft. Materials shall change only along a horizontal line. The heavier material shall always be below the lighter material.

Stone shall be set in an uncoursed ledgerstone pattern.

Brick shall be "standard" or Roman sized and have minimal color variation. Brick may be painted. Brick shall be in a horizontal running bond pattern with mortar joints of raked or grapevine pattern of not greater than ½ inches in height. Mortar color value (lightness/darkness) shall approximate that of the brick or stone and be in the tan or warm range, not white.

Stucco may be integral color or painted. Finish shall be smooth-trowelled or sand-finished and shall not show the mark of the trowel. Full size samples of alternate textures shall be subject to approval by the Architect.

Shingles shall be 8 inches maximum to the weather, machine cut with the bottom edges aligned. Butt Joints between wood siding pieces may be caulked or covered, but must be painted.

Gables atop brick walls may be finished in stucco, wood or brick. Front and Side Facades of any one building shall be made of the same materials, similarly detailed, etc.

Arches and Piers shall be stone, brick, stucco, cast stone or other Architect approved material and no less than 12 x 12 inches. Posts shall be wood or synthetic wood and no less than 6 x 6 inches. Columns shall be wood or synthetic wood or other Architect approved material, of the Tuscan or Doric orders and proportioned according to *The American Vignola*. Intercolumniation on the ground floor shall be vertically proportioned.

Foundation Walls, Piers and Pilings shall be parged block, smooth-finished poured concrete, brick, stone, cast stone or painted brick-form poured concrete. Foundation Walls of Poured Concrete be exposed no more than 18 inches when facing frontages.

Expansion joints on facades shall be designed so they are rationalized by the logic of the composition, and thus made less obvious.

ROOFS

Sloped Roofs shall be finished in slate, synthetic slate subject to the approval of the Architect, standing seam galvanized or painted metal, copper left to age naturally, concrete tile, wood shingles, or fiberglass shingles subject to the approval of the Architect.

Sloped Roofs, shall be a symmetrical gable, hip, gabled hip, hipped gable or cross gable between 6:12 and 8:12.

Shed Roofs (roofs which pitch in one direction) shall be permitted when the ridge is attached to an exterior wall of a building. The pitch shall be between 3:12 and 14:12.

Vaulted roofs of any type are permitted. Roofs shall overhang a gable end facing a primary frontage a minimum of 12 inches.

Overlapping or "Nested" Gables are prohibited. Eaves shall be as deep and continuous as possible. Eaves may encroach into adjacent private properties a maximum of two feet. Rafter Tails shall not exceed 6 inches in height at their ends. Skylights shall be flat and shall not face frontages.

The Underside of soffits and Roof Overhangs on taller buildings should be elaborated and well finished, as they are generally more visible from the street than the roof material. Dormers shall be roofed with a symmetrical gable, hip, barrel or shed roof and if provided, shall be habitable and placed a minimum of 3 feet from side building walls.

OPENINGS

Openings shall be rectangular with a vertical or square proportion. Multiple windows in the same rough opening shall be separated by a 4 inch minimum post. The centerline of the window sash shall align within the centerline of the wall or closer to the interior. Flush mounted and projecting

windows are prohibited. Subject to the approval of the Architect, a limited number of windows may be circular, semi-circular, hexagonal, or octagonal. Windows may be quarter-circular in shape when paired in a gable end. A majority of the windows shall be rectangular with a height-to-width ratio between 1:1.5 and 1:3.

Bay Windows shall have three sides and extend to the floor inside and to the ground outside, or be visually supported by brackets, and shall be 3 feet maximum in depth.

Window Panes throughout the building shall be uniform in size or proportion, an exception being that openings may become proportionally smaller on the upper stories.

Single Glass Panes in residential units shall be no larger than 20 square feet. Glass shall be clear and free of color. Stained glass and art glass are subject to the approval of the Architect. Tinted and frosted glass and glass blocks are prohibited at frontages. Doors shall have glass, raised panels, or both.

Doors on frontages shall be side hinged (no sliders). . Doors shall be painted wood, fiberglass with a wood veneer or embossed steel. Composite wood is prohibited.

Storm Doors and Screen Doors shall be finished to match the door they serve or the trim around it, and shall be full view and free of decorative trim. An Exterior Light with a photocell timed to be on from dusk to dawn shall be provided at doors of buildings facing a primary or secondary frontage. Storefronts are addressed in the "Storefronts" section. Storm Windows and Window Screens, if provided, shall cover the entire window area. Blank Walls at frontages are prohibited at frontages. First floor walls shall have at least one window per structural bay and exposed basement walls shall have at least one small window per structural bay as appropriate for an occupied foundation.

Facade Composition: "Scattered window" facades are prohibited at frontages. Each facade shall present a unified, rational composition.

The Primary Entrance to commercial and multifamily residential buildings shall face the primary frontage.

Transoms and Sidelights are encouraged. Lintels of stone or pre-cast concrete shall extend horizontally beyond the window opening a dimension equal to the height of the lintel. Brick soldier lintels shall extend one brick beyond the opening. Lintels and Sills should generally align to create a harmonious facade. Window sills should receive more emphasis than lintels, since the lintel already casts a shadow line. The window sill should extend slightly beyond the window opening and any surrounding trim, but shall not project more than 2 inches.

Shutters, if provided, shall be made of painted wood or synthetic wood, paint, and shall be hinged on the side, either louvered or paneled, sized and shaped to match the associated openings and shall be applied to all or none of the typical windows on any given elevation.

GARDENS

Fences shall be built of wrought iron or of solid material subject to the approval of the Architect. Fences at primary frontages on neighboring lots shall be of different designs. Metal fences shall be black.

Fences and Garden Walls within 20 feet of a park, lake, wetland or other community open space which shall be waist height. Fences and Garden Walls at Frontages shall occur along front

property lines or along frontage lines if attached to the front corner of the building. The location of fences and garden walls elsewhere is subject to the approval of the Architect.

Fences, Garden Walls and Hedges at primary frontages shall be between waist and breast height. Fences, Garden Walls and Hedges in locations other than at frontages shall be minimum of waist height and maximum of 7 feet in height. Terminal Posts in Fences (corners, property line corners, openings, ends, etc.) shall be taller and wider than other interim posts. Yard Fences (for side and rear yards) shall be made of closed wood boards, masonry, trellis, lattice or some combination thereof. Fences may be placed on top of brick, stone, cast stone walls or stucco walls or placed between piers of these materials. Hedges may be used in addition to fences. Hedges may be used instead of fences subject to the approval of the Architect.

Garden Walls at frontages shall be brick, stone, cast stone or stucco to match the principal building.

Garden Walls of Brick or Stone shall be no less than 8 inches wide and capped in a brick rowlock course of brick, cut brick or dressed coping stone 1-1/2 inches to 3 inches thick and shall overhang the wall no less than 1/2 inch on each side. Gates shall be built of the fence material. Gates in Hedges shall be built of wood pickets or wood boards. Gates in Garden Walls shall be wood, steel, or wrought iron.

Retaining Walls at frontages shall be brick, stone or cast stone. Retaining walls elsewhere may be brick, stone, cast stone, concrete or wood.

Walks shall be built flush with the ground. Walks connecting to a brick public walk shall be brick. Other walks and paths may be built of brick, stone, asphalt or concrete. Patios shall be brick, brick pavers, stone, slate, concrete, concrete pavers, asphalt, gravel or other materials subject to approval of the Architect and shall not be located at frontages. Driveways at frontages shall be brick, asphalt or brick pavers and shall be no wider than 12 feet at the property line except where two way traffic may warrant wider.

STOREFRONTS

Ceiling Height of Non-residential Stories shall be 12 feet Minimum (except live-work which may be considered residential for this purpose). 18 feet is recommended to accommodate a mezzanine level.

Awnings, Lights and Signs may encroach into setbacks and across R.O.W. lines but not onto private properties.

Frontage Setbacks shall be paved to match the sidewalk.

Store Doors, Windows, Awnings, Signage and Lighting shall be designed as a unified whole. Storefront Windows shall sit on a 12 to 14 inch kneewall.

Windows and Doors shall comprise a minimum of 70 percent of the storefront facade.

Mullions are discouraged.

Awnings shall be fabric (but not translucent fabric) or painted metal. Fabric awnings shall have a metal structure covered with canvas or synthetic canvas and be rectangular in shape with straight edges and no side panels or soffit and a minimum depth of 8 feet. Awnings should be retractable. Awnings shall not be backlit or used as signs, except for a single inscription on the flap not to exceed 6 inches in height. All awnings on a single establishment shall be identical. Awnings are

not permitted on single family residential buildings. The cross-section of a storefront awning shall be different from that on the adjacent lot. Awnings of the quarter-round variety are prohibited.

Storefronts shall have mounting bolts for signs or awnings whether or not signs or awnings are installed at the time of initial construction.

Signs shall be made of wood, synthetic wood (synboard, Azek or equal), or porcelain enamelled metal. The Postal Number shall be applied near the entrance. It may not be taller than six inches, unless constructed as a signage sculpture.

A Sign Band may be 60 percent of the width of the building frontage, with a height not to exceed two feet, with a height exception for tenants larger than 10,000 square feet. The sign shall be integrally designed with the building or the associated storefronts in material and color. The sign band may not be internally lit. A Blade Sign may be attached perpendicular to the facade extending up to 4 feet from the frontage line and not exceeding 1.5 feet in height or extending up 2 feet from the frontage line and not exceeding 8 feet in height. One two-sided blade sign is permitted for each business with a door to the sidewalk. The blade sign shall be affixed to the facade or storefront and may project over the sidewalk so long as it does not interfere with pedestrian flow. The blade sign may not exceed four square feet in area and may not be translucent.

A Window Sign stating the name of the business may be inscribed on the storefront glass, or with permanently affixed cutout lettering or hand-painted gold letters. An Awning Sign may have an inscription on its flap, so long as it does not exceed six inches in height.

A Plaque Sign shall be permanently affixed in a conspicuous location inscribed with the name of the architect and the date of completion. This plaque shall be less than 2 feet square and be made of bronze, aluminum, concrete or stone. Signs Painted on Building Walls may be permitted subject to the approval of the Architect.

Neon is permitted inside the building and may be permitted outside the building subject to the approval of the Architect.

Commercial Fronts and Signs shall be a single, near-black, dark gloss, or white background color. Letters may be any color. Signs shall be integral to buildings and/or commercial fronts (between the first floor lintels and second floor sills) or in the building entablature (between the top story lintel and the eave). The background of the sign shall be larger than 2 feet in height and any length, and shall be externally lit only, not backlit. Letters shall be no larger than 20 inches.

Commercial Uses are encouraged to place tables, chairs and temporary displays on the public sidewalk provided a 5 feet-wide clear corridor is maintained for pedestrians.

Interior Lighting: All retail establishments shall be lit in the incandescent (warmer) spectrum, whatever technology is used. Small spotlights (ideally halogen) are recommended rather than a uniform wash of light. After closing, display lights should be kept on at approx. 50% power until 10 PM.

Storefront glass shall be clear, as any saturation will cause the display to become invisible behind the resulting reflection. Neither reflective (mirror) nor colored glass shall be permitted on any shopfront or windows above.

The shopfront door, signage and lighting shall be designed as a unified design. Signage shall be permitted within the following constraints:

- a. A building may have a postal number applied anywhere in the entrance area.
- b. One two-sided blade sign is permitted for each business with a door on the sidewalk level. The blade sign shall be securely affixed to the facade or storefront and may project over the sidewalk so long as it does not interfere with pedestrian flow. The blade sign may not exceed 4 square feet in area (including mounting hardware) and may not be translucent.
- c. Each building may have a single sign band 60 percent of the width of the building frontage, with a height not to exceed 3 feet. The sign shall be integrally designed with the building or the associated storefronts in material and paint color. The sign band may only be externally lit.
- d. A logo inscribed on the storefront glass is permitted.
- e. An awning may have an inscription on its flap, so long as it does not exceed 6 inches in height. f. The building shall have the name of its architect and the year of its construction inscribed on a plaque and permanently affixed in a conspicuous location.

Awnings shall be colored canvas or painted metal. Awnings shall be straight, even when associated with arched openings. Such awnings shall be open at their ends (without triangular panels), and they may be affixed or retractable. Awnings shall overlap the sidewalk as much as possible, the encroachment being confined only by street lamps, street trees and potential interference with parked vehicles at the curb. If necessary for support, metal pipe columns may be allowed on the public sidewalk, providing that they do not directly impinge on the main pedestrian flow.

Facade colors shall be selected from a single quadrant of the color wheel. This technique, without specifying particular colors, allows a range that is automatically harmonious. Trim and attached elements may be white or a darker or lighter saturation of the wall color. Awnings, signage, doors and shutters may be any color, however, dark blues, greens and reds are traditional. Vertically hinged shutters, when provided, shall coincide in size to the opening with which it is associated. Shutters may be made of any durable material. All hurricane, or security shutters, shall be designed to be visually integrated with the façade composition.

OTHER

Harmonious Facade Colors shall be selected from a single quadrant of the color wheel. This technique, without specifying particular colors, allows a range that is automatically harmonious. Trim and attached elements may be white or a darker or lighter saturation of the wall color. Awnings, signage, doors and shutters may be any color, however, gloss black and dark colors are recommended.

The following items are prohibited at frontages: clothes drying apparatus, air conditioner equipment, utility or gas meters, solar panels, antennas, satellite dishes, garbage containers, bird baths or statuary (except that of museum quality which may be located in front and side yards), synthetic fauna and flora, permanent grills, in-ground swimming pools, firewood (except on porches), rock gardens and vegetable gardens, recreation and play equipment (except porch swings), cloth lines, doghouses and dog runs, hot tubs and spas, ponds, etc.

The following items are prohibited: window air conditioning units, above-ground pools (except those of the inflatable variety).

Flagpoles less than 6 feet long may be mounted at an angle to porch columns or posts and building walls. Free standing flagpoles are permitted on public property only.

Building Lighting shall be indirect incandescent. Walls of strictly residential buildings shall not be flooded or washed with light.

Light Fixtures shall be compatible with the style of the building to which they are attached or otherwise associated.

Lighting Spectrum: All exterior lighting shall be of the incandescent or equivalent (warm) spectrum. Color corrected sodium is recommended. Parking lots may be lit with mercury vapor lamps subject to the approval of the Architect.

Security System Signs shall be affixed to a building.

Real Estate Sign advertising a property for sale or rent is permitted.

Screening: Mechanical equipment such as air-conditioning units shall be screened from view from Frontages and adjacent private yards. Zero-lot-line building walls against private property shall not provide any first-floor visual access into the adjoining lot. (Clerestories are permitted).

Accurate Quotations: Any traditional building features, including but not limited to the classical orders (columns, architraves, friezes, cornices, pediments, etc.), Colonial detailing, Craftsman brackets, and the like shall be quoted accurately or not at all. Independent architectural eras and styles shall not be combined within a single building. The proportion and detail of columns or piers in the classical language shall be as described in the manual *The American Vignola* (Dover Press). It requires the correct use of the classical syntax, including capital, base, and mouldings, corresponding with the selected order.

Eyesores: The following shall not be permitted where visible from Frontages: Window air-conditioning units, aboveground pools (except inflated), hot tubs, antennas, radar dishes (except as permitted as a matter of law), rear decks, permanent grills and play equipment, solar panels, and direct-vent fireplaces.

The **Urban and Architectural Standards** regulate those aspects of private buildings such as building use, height, and frontage elements which affect the public realm; and specify the materials and configurations permitted for walls, roofs, openings and facades intended to produce visual compatibility among disparate building types. The standards relate to the vernacular building traditions of the region thus inheriting a suitable response to climate. Because urban quality is enhanced by architectural harmony but is not dependent on it. **Materials, designs, and techniques** other than those specified may be used subject to the approval of the Architect.

2005-03-25

Upper Rock District
Central Market Place Design Guidelines
March 25, 2005

The Central Market Place on Block D will contain not more than 14,500 square feet of flex space for commercial, retail sales, and service ("Retail") and office uses on one to two levels. The Central Market Place is envisioned as an amenity for the Upper Rock community providing both a principal, central place for social interaction, and, necessary and unique consumer and business sales and services for the resident population of Upper Rock including the live/work unit owners and occupants, the senior MPDU residents, and the daytime population of the office buildings, as well as nearby residential and business neighborhoods.

In general, the street level Retail space will be designed and operated to provide flexible and creative leasing arrangements, moderate rental rates, marketing and advertising cooperatives, and a synergistic environment to encourage use by a wide range of new and emerging retailers and service providers, independent and family businesses, artists and craftsman, and other entrepreneurial enterprises. The space will be designed for flexibility and affordability and may be loosely based on the open floor plans of festival markets in other cities. The sidewalk and adjacent parking lanes will be designed to allow the expansion of retail activities at the Central Market Place with outdoor space for periodic and special events, such as art festivals, weekend markets, sidewalk sales, and farmers' markets, and to coordinate with and complement the activities in the confronting live/work units.

In general, the Central Market Place office space is envisioned to provide a small office space resource for the community, providing flexible office space and services for residents working from home, prospective entrepreneurs and small businesses, and as a complementary resource to the Central Market Place retailers and the businesses in the nearby live/work units and office buildings.

The Central Market Place will be owned initially by the developer of the Upper Rock District and thereafter by successors-in-interest in Block D ("Market Place Owner"). Following completion of the development, the Central Market Place will be managed by an entity (the "Market Place Manager"). Such entity shall be controlled by the Market Place Owner with the consultation and advice of: 1) a representative of the residents of each residential project in the Upper Rock District as designated by the landlord or a lawfully organized condominium owner's association (if any), 2) a representative of the tenants of the Central Marketplace, 3) a representative of the tenants of the office building at #1 Choke Cherry as designated by the tenant occupying the largest leased premises, and 4) a representative of the residents of the King Farm as designated by the King Farm Civic Association, or if none is designated then appointed by the Market Place Owner. The Market Place Manager will be responsible for tenancy guidelines and tenant selection.

Prospective tenants that qualify under the tenancy guidelines will be offered leases at rents that will be less than full market rent for comparable space. The difference between the offered rent and full market shall be an amount related to the value of the unimproved land that shall be contributed by the developer to the Central Market Place.